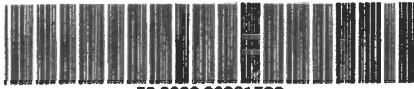


Kaufman County  
Honorable Laura Hughes  
County Clerk  
Kaufman, Texas 75142

3528, 12/  
Tract 1 & Tract 2



70 2009 00001523

Instrument Number: 2009-00001523

As

Recorded On: January 28, 2009

Warranty Deed

Parties: PROSPER CAPITAL MANAGEMENT L P

Billable Pages: 6

To MEADOW RIDGE FARM L P

Number of Pages: 7

Comment: SPECIAL WARRANTY DEED

( Parties listed above are for Clerks reference only )

**\*\* Examined and Charged as Follows: \*\***

Warranty Deed	36.00
Total Recording:	36.00

\*\*\*\*\* DO NOT REMOVE. THIS PAGE IS PART OF THE INSTRUMENT \*\*\*\*\*

Any provision herein which restricts the Sale, Rental or use of the described REAL PROPERTY because of color or race is invalid and unenforceable under federal law.

**File Information:**

Document Number: 2009-00001523

Receipt Number: 109763

Recorded Date/Time: January 28, 2009 01:26:30P

Book-Vol/Pg: BK-OR VL-3528 PG-121

User / Station: A CASCIO - Cash Station #4

**Record and Return To:**

REPUBLIC TITLE OF TEXAS INC  
2626 HOWELL STREET 10TH FLOOR  
DALLAS TX 75204



THE STATE OF TEXAS  
COUNTY OF KAUFMAN  
I hereby certify that this instrument was FILED in the File Number sequence on the date/time printed hereon, and was duly RECORDED in the Official Records of Kaufman County, Texas.

*Laura A. Hughes*  
\_\_\_\_\_  
Laura Hughes, Kaufman County Clerk

6/36

INST # 2009- 00001523

**NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.**

**SPECIAL WARRANTY DEED**

Date: Effective as of January 23, 2009

Grantor: PROSPER CAPITAL MANAGEMENT, L.P., a Texas limited partnership

Grantor's Mailing Address  
(including county): 1601 Elm Street  
Suite 3400  
Dallas, TX 75201

Grantee: MEADOW RIDGE FARM, LP, a Texas limited partnership

Grantee's Mailing Address  
(including county): 1601 Elm Street  
Suite 3400  
Dallas, TX 75201

Consideration:

For and in consideration of the sum of TEN AND NO/100 DOLLARS (\$10.00) and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, and for which no lien is retained, either express or implied.

Property:

Being two (2) tracts of land situated in the Heirs of Samuel Smith Survey, Abstract No. 450, Kaufman County, Texas, and being more particularly on Exhibit A attached hereto and made a part hereof for all purposes, together with all improvements thereon, if any, and all right, title, and interest in and to adjacent sidewalks, streets, roads, alleys, and rights-of-way.

Return to: 313  
Republic of Texas, Inc.  
2600... Street 10th Floor  
Dallas, TX 75204

County Clerk's Memo  
Portions of this document not  
reproducible when recorded

08R35227 SJ3  
6 pgs.

Reservations from and Exceptions to Conveyance and Warranty:

This deed is executed and delivered subject to the matters shown in Exhibit B attached hereto and made a part hereof for all purposes.

Grantor, for the consideration and subject to the reservations from and exceptions to conveyance and warranty, grants, sells, and conveys to Grantee the property, together with all and singular the rights and appurtenances thereto in any wise belonging, to have and hold it to Grantee, Grantee's heirs, executors, administrators, successors, or assigns forever. Grantor binds Grantor and Grantor's heirs, executors, administrators, and successors to warrant and forever defend all and singular the property to Grantee and Grantee's heirs, executors, administrators, successors, and assigns against every person whomsoever lawfully claiming or to claim the same or any part thereof, except as to the reservations from and exceptions to conveyance and warranty, by, through, or under Grantor but not otherwise.

When the context requires, singular nouns and pronouns include the plural.

PROSPER CAPITAL MANAGEMENT, L.P.,  
a Texas limited partnership

By: Meadow Ridge Farm GP, LLC,  
a Texas limited liability company,  
its General Partner

By: Alan Bain  
Alan Bain, Vice President

ACKNOWLEDGEMENT

THE STATE OF TEXAS §

COUNTY OF DALLAS §

THIS INSTRUMENT was acknowledged before me on the 23 day of January, 2009, by Alan Bain, Vice President of Meadow Ridge Farm GP, LLC, a Texas limited liability company, General Partner of Prosper Capital Management, L.P., a Texas limited partnership, on behalf of said limited liability company, and said limited partnership.



Susan M. Lecroy  
Notary Public, State of Texas

EXHIBIT A

TRACT 1:

BEING a tract of land situated in the Heirs of Samuel Smith Survey, Abstract No. 450, Kaufman County, Texas, and being all of a called 77.304-acre tract of land conveyed to Glenn "Red" Whaley as evidenced in a Deed recorded in Volume 1437 at Page 123 of the Deed Records of Kaufman County, Texas (D.R.K.C.T.), and being more particularly described by metes and bounds as follows (bearings based upon the Northwest line of a tract of land conveyed to S.H. Boren as evidenced in a Deed recorded in Volume 170 at Page 336 D.R.K.C.T., said bearing being North 45 degrees 30 minutes East);

BEGINNING at a 5/8-inch iron rod found for the occupied East corner of said 77.304-acre tract and the occupied East corner of a called 166.0-acre tract of land conveyed to Ruth Virginia Ferguson Drewery as evidenced in a Deed recorded in Volume 559 at Page 792 D.R.K.C.T., same being in County Road No. 219 (no record found);

THENCE South 45 degrees 31 minutes 55 seconds West, (called South 44 degrees 40 minutes 22 seconds West), along the Southeast line of said 77.304-acre tract and the approximate centerline of said County Road No. 219, a distance of 1315.25 feet to the South corner of a said 77.304-acre tract, from said corner a found 1/2-inch iron rod bears North 21 degrees 04 minutes West, 18.5 feet;

THENCE North 44 degrees 11 minutes 12 seconds West (called North 45 degrees 02 minutes 21 seconds West), departing said County Road No. 219, along the occupied Southwesterly line of said 77.304-acre tract, a distance of 488.06 feet (called 488.15 feet) to a 5/8-inch iron pipe found for a corner of said 77.304-acre tract;

THENCE North 43 degrees 57 minutes 13 seconds West (called North 44 degrees 47 minutes 11 seconds West), continuing along the occupied Southwesterly line of said 77.304-acre tract, a distance of 2083.01 feet (called 2083.26 feet) to a found 5/8-inch iron rod found for the West corner of said 77.304-acre tract, same being the occupied South corner of said 166.0-acre tract;

THENCE North 45 degrees 53 minutes 05 seconds East (called North 45 degrees 00 minutes 19 seconds East), along the Northwest line of said 77.304-acre tract, the Southwesterly line of said 166.0-acre tract and generally along the remains of a barbed wire fence, a distance of 1305.90 feet (called 1306.04 feet) to a 1-inch iron pipe found for the North corner of said 77.304-acre tract;

THENCE South 44 degrees 12 minutes 22 seconds East (called South 45 degrees 02 minutes 21 seconds East), along the Northeast line of said 77.304-acre tract, the Southwesterly line of said 166.0-acre tract and generally along the remains of a barbed wire fence, passing a distance of 2546 feet, a found 1/2-inch iron rod, continuing for a total distance of 2562.96 feet (called 2563.76 feet) to the POINT OF BEGINNING and containing 77.279 acres of land.

TRACT 2:

BEING a tract of land situated in the Samuel Smith, Heirs Survey, Abstract No. 450, Kaufman County, Texas, and being all of a tract (1) as described in deed from Mrs. Nonie B. Mahoney, and Joseph P.

Mahoney to S.H. Boren filed November 8, 1919, recorded in Volume 170, Page 336, Deed Records of Kaufman County, Texas, and being more particularly described as follows:

BEGINNING at a 5/8 inch iron rod set for corner, said iron rod being at the intersection of the Northeast line of County Road No. 217, and the Southeast line of Reeder Road;

THENCE North 48 degrees 00 minutes 00 seconds East, along the Southeast line of said Reeder Road a distance of 700.00 feet to a 5/8 inch iron rod set for corner;

THENCE North 45 degrees 30 minutes 00 seconds East, continuing along the Southeast line of said Reeder Road a distance of 3862.00 feet to a 5/8 inch iron rod set for corner, said iron rod being the most Westerly corner of a tract of land described in deed to Albite of Texas, Inc. recorded in Volume 1310, Page 0439 of said Deed Records;

THENCE South 45 degrees 00 minutes 00 seconds East, departing said Reeder Road, and along a Southeasterly line of said Albite tract and along or near a fence a distance of 5902.68 feet to a 1 inch iron pipe found for corner, said iron pipe being a Southeasterly corner of said Albite tract, and the most Westerly corner of a tract of land described in deed to Lemman Development, Ltd. recorded in Volume 1323, Page 0281 of said Deed Records;

THENCE North 45 degrees 16 minutes 03 seconds East, along said Lemman tract and along or near a fence a distance 1442.08 feet to a square iron found for corner, said square iron being in the Southwest line of the J. Heath Survey, Abstract No. 227, of Kaufman County, Texas;

THENCE South 44 degrees 43 minutes 45 seconds East, along a Southwesterly line of said Lemman tract and along the Southwest line of said J. Heath Survey a distance of 1738.64 feet to a 5/8 inch iron rod set for corner, said iron rod being a Southwesterly corner of said Lemman tract, and also being in the Northerly right-of-way line of U.S. Highway 80 (300 foot ROW);

THENCE North 87 degrees 59 minutes 53 seconds West, departing said Lemman tract and Southwest line of said J. Heath Survey, and along the Northerly right-of-way line of said U.S. Highway 80, a distance of 8798.50 feet to an iron rod set for corner, said iron rod also being in the Northeasterly line of aforementioned County Road No. 217, from which a 1/2 inch iron rod bears North 09 degrees 20 minutes 57 seconds East a distance of 2.30 feet;

THENCE North 44 degrees 45 minutes 00 seconds West, departing said Northerly right-of-way line of U.S. Highway 80, and along the Northeasterly line of aforementioned County Road No. 217 a distance of 1283.37 feet to the Point of Beginning and containing 18,221,720 square feet or 418.3131 acres of land.

EXHIBIT B  
Permitted Encumbrances

1. Restrictive covenants filed 02/22/2000, recorded in Volume 1437, Page 123, Real Property Records of Kaufman County, Texas. (Affects Tract 1)
2. Easement granted by Mrs. B. Portwood, to Texas Power & Light Company, dated 01/14/1948, filed 03/23/1948, recorded in Volume 315, Page 218, Real Property Records of Kaufman County, Texas. (Affects Tract 1)
3. Easement granted by T.J. Sledge, to Texas Utilities Electric Company, dated 06/04/1998, filed 01/13/1999, recorded in Volume 1347, Page 321, Real Property Records of Kaufman County, Texas, and as shown on survey of Michael B. Marx, R.P.L.S. #5181, dated 05/13/2002, last revised 06/12/2002. (Affects Tract 1)
4. Easement granted by T.J. Sledge, to High Point Water Supply Corp., dated 05/03/1999, filed 05/26/1999, recorded in Volume 1371, Page 919, Real Property Records of Kaufman County, Texas. (Affects Tract 1)
5. Affidavit to the Public executed by T.J. Sledge for On-Site Waste Water System, filed 06/04/1999, recorded in Volume 1373, Page 225, Real Property Records of Kaufman County, Texas. (Affects Tract 1)
6. Easement granted by Prosper Capital Management, L.P., to Kaufman County Freshwater Supply District No. 1-C, dated 01/11/2006, filed 03/29/2006, recorded in Volume 2851, Page 50, Real Property Records of Kaufman County, Texas. (Affects Tract 2)
7. Easement granted by S. H. Boren to Texas Power & Light Company, dated 07/18/1945, filed 1/25/1946, recorded in Volume 297, Page 623, Real Property Records, Kaufman County, Texas, and as shown on survey of John R. Piburn, Jr., R.P.L.S. #3689, dated 02/12/2001. (Affects Tract 2)
8. Easement granted by S. H. Boren to Texas Power & Light Company, dated 09/28/1949, filed 02/09/1950, recorded in Volume 326, Page 424, Real Property Records, Kaufman County, Texas. (Affects Tract 2)
9. Easement granted by S. H. Boren to Texas Power & Light Company, dated 09/28/1949, filed 02/09/1950, recorded in Volume 327, Page 346, Real Property Records, Kaufman County, Texas. (Affects Tract 2)
10. Easement granted by The Boren Trust to Texas Power & Light Company, dated 06/21/1976, filed 10/06/1977, recorded in Volume 632, Page 653, Real Property Records, Kaufman County, Texas, and as shown on survey of John R. Piburn, Jr., R.P.L.S. #3689, dated 02/12/2001. (Affects Tract 2)
11. Mineral estate and interest, and all rights incident thereto, described in instrument dated 09/10/1954, recorded in Volume 384, Page 172, Real Property Records of Kaufman County, Texas. (Affects Tract 2)

12. Power lines and poles along Southwest property line; as shown on survey of John R. Piburn, Jr., R.P.L.S. #3689, dated 02/12/2001. (Affects Tract 2)
13. Claims, if any, arising with respect to barbed wire fence meandering in and out of the property lines, as shown on surveys of Michael B. Marx, R.P.L.S. #5181, dated 05/13/2002, last revised 06/12/2002 (as Tract 1).
14. Claims, if any, arising with respect to barbed wire fence meandering in and out of the property lines, as shown on survey of John R. Piburn, R.P.L.S. #3689, dated 02/12/2001. (Affects Tract 2)
15. Rights of third parties with respect to those portions of the property lying within the boundaries of Reeder Lane and/or County Road #219, as shown on survey of Michael B. Marx, R.P.L.S. #5181, dated 05/13/2002, last revised 06/12/2002 (as to Tract 1).

Notwithstanding anything in this instrument to the contrary, the above-referenced Permitted Exceptions shall only affect the Property to the extent that such Permitted Exceptions are valid and effective as of the date of this instrument and the mere reference to such Permitted Exceptions in this instrument shall not be deemed to impose, reimpose, or reinstate such Permitted Exceptions if such Permitted Exceptions are not valid and effective as of the date of this instrument.

Inst # 2009- 00001523

Filed for Record in: Kaufman County  
On: Jan 28, 2009 at 01:26P